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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 24344 FILED

MAR 04 '03 10-26 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 4, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 27, 2003 a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1201 Peachtree St., N.E. 400 Colony Square, Suite 1101 Atlanta, GA 30361
Lessee:	Vulcan Construction Materials, LP 1200 Urban Center Drive Birmingham, AL 35242

A description of the railroad equipment covered by the enclosed document is:

Forty-two (42) open hoppers RMGX 0004000 – 000441, inclusive.

Mr. Vernon A. Williams
March 4, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

1. Pursuant to that certain Master Lease Agreement dated as of October 26, 1999, and the related Schedule No. 14 dated as of October 24, 2002, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Vulcan Construction Materials, LP, as Lessee, Lessor has leased to Lessee the railroad cars identified on the Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: Vulcan Construction Materials, LP
1200 Urban Center Drive
Birmingham, AL 35242

3. The initial term of the Lease commences on July 1, 2002 and will expire April 30, 2004, unless otherwise extended or amended by agreement of the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of January 27, 2003.

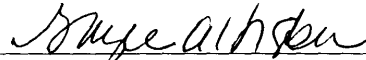
RAILCAR, LTD.

By: Jeff Edelman
Name: Jeffrey Edelman
Title: Vice President of Finance

Dual 667

State of Georgia, County of Cobb

On January 22, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

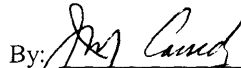


Notary Public: Gayle A. Higbee

My commission expires: May 29, 2003

[NOTARIAL SEAL]

VULCAN CONSTRUCTION MATERIALS, LP

By: 

Name: J. MICHAEL CASSIDY

Title: VP SALES & OPERATIONS

State of ILLINOIS, County of DUPAGE

On 1/27, 2003, before me personally appeared J. MICHAEL CASSIDY, to me personally known, who being by me duly sworn says that he/she is VP SALES & OPERATIONS of Vulcan Construction Materials, LP and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public:

My commission expires: 6/24/06

[NOTARIAL SEAL]

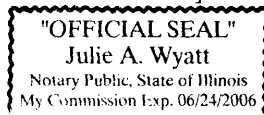


EXHIBIT A TO MEMORANDUM OF LEASE

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of _____, 2003, between Railcar, Ltd., as Lessor, and Vulcan Construction Materials, LP, as Lessee.

Owner of Cars: Railcar, Ltd.

Quantity of Cars: Forty-two (42)

Description of Cars: Used 2100 cubic foot, 100-ton open top hoppers

Car Marks and Numbers: RMGX 000400-000441, inclusive